XXXX XXXXXXX LIMITED *Company Name*

CIN: XXXXXXXXXXXXXXXXXXXXX · Registered Office: XXXX XXXXXXX, XXXXXX - XXXXXX

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS HELD ON XX.XX.XXXX AT XX:XX XX

Appointment of Mr / Ms XXXX XXXXXXX as an Independent Director

"RESOLVED THAT pursuant to sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made under it, and on the recommendation of the Nomination and Remuneration Committee *where constituted*, Mr / Ms XXXX XXXXXXX *name* (DIN: XXXXXXXX), *qualification and area of expertise*, who has given consent to act as a director and a declaration that he / she meets the criteria of independence, be and is hereby appointed as an Additional Director in the category of Independent Director with effect from XX.XX.XXXX, to hold office up to the date of the next annual general meeting.

RESOLVED FURTHER THAT, subject to the approval of the members, Mr / Ms XXXX XXXXXXX be appointed as an Independent Director, not liable to retire by rotation, for a term of XX consecutive years from XX.XX.XXXX to XX.XX.XXXX.

RESOLVED FURTHER THAT the letter of appointment setting out the terms be issued, and Mr / Ms XXXX XXXXXXX, Director (DIN: XXXXXXXX) *or Company Secretary*, be and is hereby authorised to file the necessary forms with the Registrar of Companies and to do all acts necessary to give effect to this resolution."

Certified true copy · For **XXXX XXXXXXX LIMITED**

(Signature) _____

XXXX XXXXXXX - Director, DIN: XXXXXXXX · Place: XXXXXX · Date: XX.XX.XXXX